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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
General Motors Corporation,	:	Case No. 09-50026 (REG)
	:	
Debtor.	:	
-----	X	

OBJECTION OF

HORIBA INSTRUMENTS INC. AND HORIBA LTD. TO CURE AMOUNTS

Horiba Instruments Inc. and Horiba Ltd. (collectively, "Supplier"), by its attorneys Miller, Canfield, Paddock and Stone, P.L.C., hereby objects to Debtor's proposed Cure Amounts relating to Debtor's assumption and assignment of certain executory contracts (the "Cure Objection"). In support of its Cure Objection, Supplier states as follows:

PRELIMINARY STATEMENT

1. Supplier is in receipt of the June 5, 2009 Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property, and (II) Cure Amounts Related Thereto (the "Notice"), in which Debtor states its intention to assume and assign to Vehicle Acquisition Holdings LLC (the "Purchaser") certain executory contracts between Supplier and Debtor (the "Contracts"). A true and accurate copy of the

Notice is attached hereto as Exhibit A.

2. Supplier proposes negotiations with Debtor regarding the issues raised herein in a good faith effort to reach an accord.

ARGUMENT

3. Debtor asserts, on its website <http://www.contractnotices.com> (the "Website"), a copy of which (as of June 11, 2009) is attached hereto as Exhibit B, that the total Cure Amounts for Supplier is \$374,256.52 (the "Proposed Cure Amounts").

4. Debtor's Proposed Cure Amounts do not accurately reflect all existing and potential defaults and are therefore insufficient.

5. Debtor's Proposed Cure Amounts would deprive Supplier of the full benefit of its bargain and would fail to restore the parties to pre-default conditions.

6. Debtor's Proposed Cure Amounts do not include potential defaults accruing after June 1, 2009 relating to (a) invoices that were issued by Supplier to Debtor prior to June 1, 2009 and (b) other outstanding amounts withheld by Debtor that may be invoiced by Supplier upon Debtor acceptance; such outstanding amounts pertain to Supplier product delivered to Debtor prior to June 1, 2009; it is anticipated that acceptance with respect to the outstanding amounts will occur such that all amounts referenced in this paragraph 6 will become due and owing no later than August 31, 2009 and thus Debtor may be in default prior to the closing on Debtor's sale of substantially all of Debtor's assets to Purchaser, which is likely to be completed well after they become due and owing ("Potential Pre-Sale Defaults").

7. Thus, the correct total of Cure Amounts required to cure all existing defaults and Potential Pre-Sale Defaults is \$1,876,589.40 (for deliveries ordered in U.S. Dollars) and €32,651.90 (for deliveries ordered in Euros), which includes \$374,256.52 otherwise correctly set forth on the

Website, as well as the following adjustments to the Cure Amounts (the "Adjustments"):

- (a) inclusion of \$1,502,332.88, representing Potential Pre-Sale Defaults and comprising U.S. Dollar amounts incorrectly excluded from the Website, the details of which are attached hereto as Exhibit C and supported by immediately available substantiating documentation included therewith.
- (b) inclusion of ~~€~~32,651.90, representing Potential Pre-Sale Defaults and comprising Euro amounts incorrectly excluded from the Website, the details of which are attached hereto as Exhibit C and supported by immediately available substantiating documentation included therewith.

8. Supplier reserves the right to submit additional amounts to be added to the amount stated above.

9. With appropriate language in a cure letter with Debtor to memorialize Debtor's and/or the Purchaser's commitment to pay the Correct Cure Amounts, Supplier anticipates that its objections based on the Adjustments will be resolved.

RELIEF REQUESTED

WHEREFORE, Supplier requests that the Court grant Supplier the relief as set forth in paragraph 8 of the Notice and such other relief as the Court deems just and proper.

Dated: June 12, 2009

MILLER CANFIELD PADDOCK AND STONE, P.L.C.

By /s/ Donald J. Hutchinson

Donald J. Hutchinson (MI P39545)

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CERTIFICATE OF SERVICE

Donald J. Hutchinson hereby certifies that, on the 12th day of June, 2009, he served a copy of the foregoing document, ***OBJECTION OF COUNSEL FOR HORIBA INSTRUMENTS INC. AND HORIBA LTD. TO CURE AMOUNTS***, upon each of the persons listed on the attached Exhibit 1, by Federal Express Priority Overnight Mail so as to be received by each of the persons listed on the attached Exhibit 1 before 4:00 p.m., June 15, 2009.

Dated: June 12, 2009

By /s/ Donald J. Hutchinson

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EXHIBIT 1

SERVICE LIST

The Honorable Robert E. Gerber
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Warren, MI 48090-9025

Attention: Warren Command Center
Mailcode 480-206-114

Weil, Gotshal & Manges LLP
Attention: Harvey R. Miller, Esq.
Stephen Karotkin, Esq. and
Joseph H. Smolinsky, Esq.
767 Fifth Avenue
New York, NY 10153

United States Treasury
Attention: Matthew Feldman, Esq.
1500 Pennsylvania Avenue NW
Room 2312
Washington, DC 20220

John J. Rapisardi, Esq.
Cadwalader, Wickersham & Taft LLP
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New York, NY 10281

Vedder Price, P.C.
Attention: Michael J. Edelman, Esq. and
Michael L. Schein, Esq.
1633 Broadway, 47th Floor
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Diana G. Adams, Esq.
Office of the United States Trustee
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